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FROM: HUME & JOHNSON P.A.
CONTACT: HENRY W JOHNSON
PHONE: (954)755-9880

ACCT#: 073737003060

FAX #: (954)755-9899

NAME: MILLENNIUM FOUNDATION, INC.

AUDIT NUMBER.....H97000005430

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION
OF
MILLENNIUM FOUNDATION, INC.

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ARTICLE I. NAME

The name of this corporation is MILLENNIUM FOUNDATION, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

Prepared by:
Henry W. Johnson, Esq.
Hume & Johnson, P.A.
1401 University Drive, Suite 301
Coral Springs, Florida 33071
(954) 755-9880
Florida Bar No.: 219339

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ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the corporation shall have no pre-emptive right to acquire unissued or treasury shares of the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1401 University Drive, Suite 301, Coral Springs, Florida and the name of the initial registered agent of this corporation at that address is Henry W. Johnson. The principal office and registered office are identical.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have five Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the members of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Robert Jerome Powers	915 NE 16th Terrace Fort Lauderdale, Florida 33304
Chris Pallas	1821 NE 42nd Street Fort Lauderdale, Florida 33308
Linda Milark	313 Hendricks Isle Fort Lauderdale, Florida 33301
Debra F. Eby	1600 Lauderdale West Drive Plantation, Florida 33322
Adonis Dallaris	10671 NW 28th Street Sunrise, Florida 33322

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator are:

NAME

ADDRESS

Henry W. Johnson, Esq.

1401 University Drive, Suite 301
Coral Springs, Florida 33071

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

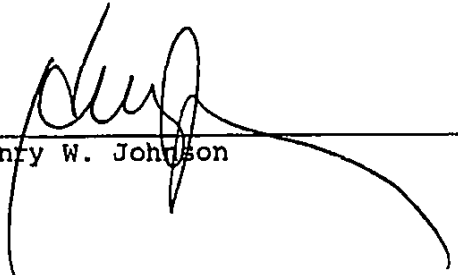
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of April, 1997.


Henry W. Johnson

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).

Dated this 2nd day of April, 1997.


Henry W. Johnson

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